App.F.IX-4]

1924-25

File No. 453-24

Previous References.

Serial Nos. 1-2

Later References.

J.S. 21-25 (4-4)
J.S. 21-25 (3-4)
J-I 16-26 (1-14)
GM 131-41-1

PRESERVED

GENERAL AND REVENUE SECRETARIAT.

Serial Nos. Two

Part B for Sept 25

SUBJECT

Application of the Asiatic Government Security Life Assurance Coy Ltd for re-registering a revised memorandum of Association - the

Dc 2074 dy 26.9.25

To

Registrar of Jt stock Companies

Bombay

Sir,

I am directed to state that the right course should have adopted was to point out the illegality committed by the Company in changing the situation against the memorandum of Association and request him to take any action in the matter

Serial No

No 389 dated 11th June 1925, from the Registrar of J. S. Companies.

States that the Chairman of the Board of Directors of the Asiatic Govt Security Life Assurance Co. Ltd has sent for being recorded a notice of change in the situation of the registered office of the Company from the Mysore city to the Bangalore city and requests, in the circumstances fully explained in the letter, that the observance of the formalities of Govt as regards re-registering by filing a revised memorandum of Association of the Company resulting therefrom be dispensed with and that the Notification of the registered office may be communicated to him.

Submit for orders with a copy of the Mysore Companies Regulation. The Ld Secy may perhaps be consulted as regards the point raised by the Registrar.

17/6 Ld Secy may be consulted

Rw 24/6

523/26-6

Ld: Secy

NOTE—Contn. Sheet

Serial No.

Sub:- There is no provision in the Companies Registration to alter the Memorandum of Association except under S. 12 which deals with Notice of Change of the Registered Office and the conditions in the Memorandum of Association about the place of Registered office which has to be mentioned under Regn. No. 118 of 1845. Hence it seems to be altered now

Re
7/7/25
Mr 1077

It is reported that this is brought to my notice only yesterday.

The case is peculiar of the Companies Registration is, if I may say so, labouring under a mistake.

As I understand from his letter, the Co has applied under Sec 12 to record a change in the situation of the registered office, to wit, from Mysore to Bangalore City.

When the matter came up before him, he seems to have noticed an illegality in the contemplated by the Co.

General and Revenue Secretariat

Jre File No. 453 of 1925-6

Serial No

The illegality consists in changing the registered office which, according to the memorandum of Association, should be located at Mysore, to Bangalore. This is not permissible though the Articles of Association allows it.

The plain duty of the Registrar was to point out this to the Company and refuse to record the same. Instead of following this course, he asks the opinion of the Law Officer to Government on the question of re-registration of the company by filing a revised memorandum of Association completely dropping therefrom the paragraph about the situation of the registered office in the existing memorandum.

Under Rule 5 of the Rules for the conduct of the Legal Affairs of Government, the Secretary is to bound to advise Government on all legal questions in connection with the administration of public affairs, and under Rule 4, he has to advise Government in business the disposal of which depends on the applicability or interpretation of the law. Hence it is ~~within~~ not the duty of Registrar to advise the company as to what they should do under certain set of circumstances or is it the Secretary to Government to give advise on matters not directly coming up for disposal before the Government.

The fact appears to be that the company is trying to get out of the difficulty created by them in making a definite provision in the memorandum of Association.

The company has to go to Court under Section 12 to effect a change or to re-register the company. But there is obvious difficulty in following the latter course. The company wants the Registrar to commit himself to some course of action.

See 67

App. F. III—2]

WD 0569—GPB—40,000—31[illegible]-25

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NOTE—Contin. Sheet

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Serial No 2

reports that the right course he should have adopted was to point out the illegality committed by the company in charging the situation office against the Memorandum of association and requests him to take necessary further action in the matter.

GEN. & REVENUE SECRETARIAT
1-OCT 1925
INDUSTRIES & COMMERCE BRANCH.

App. F. III—2]

WD 0569—GPB—40,000—31-7-25

File No. of 192

General and Revenue Secretariat

Serial No.

NOTE—Contn. Sheet

C

Rev 453-24-1

49896 GOVERNMENT OF MYSORE.

IN REPLY PLEASE REFER TO NO. 389 ENCL.

REV. 6/37

1925

Office of the Registrar of Joint Stock Companies in Mysore.

Dated, Bangalore 11. 6. 1925.

REV. SECTION 2. JUN. 1925 DEPT.

FROM

V. R. THYAGARAJA IYER, Esq., M.A.,
Registrar of Joint Stock Companies in Mysore.

To

K. V. Anantaraman, Esq., B.A.,
Secretary to the Government of His Highness
the Maharaja of Mysore, Revenue Department,
Bangalore.

S i r

I have the honour to state that the Chairman of the Board of Directors of the Asiatic Government Security Life Assurance Co., Ltd., (formerly the Mysore Government Security Life and Marriage Assurance Co., Ltd.,) has sent for being recorded in this office under Section 72 of the Mysore Companies Regulation a notice of change in the situation of the registered -- office of the company from the Mysore City to Asiatic Buildings, 233, Bamboo Bazaar Road, Bangalore City.

(2) In the Memorandum of Association of the company it is stated that the registered office of the company will be situated at Mysore while in the Articles of Association "The registered office of the company shall be in the Mysore Province and the business of the company shall be carried on there and at such other place or places of business within and beyond the limits of India, Burmah and Ceylon as the Board may deem advisable". The first part of the Article quoted above is void as per Sections 10 and 20 of the said Regulation as the conditions contained in the Memorandum of Association cannot be changed except in certain cases (change of registered office from one

town to another is not one of the excepted cases) and as the Articles cannot go beyond the Memorandum of Association.

(3) The Registrar of Joint Stock Companies, Madras, has in paragraph 6 of his Report on the working of the Indian Companies Act 1913 etc., for the year 1923-24 stated as -- follows:

"Instead of stating in its Memorandum of Association the Province in which its registered office was to be situate [Section 6 (1) (ii)], the Puthiyara Bank, Limited had merely specified the village where it was to be located. Subsequent to registration, however, the company desired to remove its office to another village but it was found that the company could not do so because it had tied itself to a particular village by its Memorandum of Association. In order to get over this difficulty, the Bank availed itself of the provisions of Section 67(1) which permits the re-registration of a company already registered as a limited company. Accordingly, it re-registered itself after filing a revised Memorandum of Association with the situation "Madras Presidency" entered therein."

(N.B. Section 6 (ii) of the Indian Companies Act, 1913 requires that the Memorandum should state the Province in which the registered office of the company is to be situate. This provision has been rightly omitted from the Mysore Companies Regulation, 1917 as there is only one Registrar for the whole of the Mysore State. But this omission does not make any difference between the Puthiyara Bank and the Asiatic -- Government Security Life Assurance Company though the latter company stated in its Memorandum of Association that its registered office should be situated at Mysore as it did so only in pursuance of Section 8(b) of the Mysore Companies Regulation, 1895 (under which it was registered) which is based on the corresponding section of the Indian Companies Act, 1882; for this statement amounts under the Mysore Companies Regulation

1917 to stating what is not required to be stated by that Regulation and whatever is stated, whether required or not required, becomes under Section 10 of the Regulation of 1917 unalterable.

(4) Section 67 (1) of the Indian Companies Act, 1913 referred to by the Madras Registrar corresponds to the same Section of the Mysore Companies Regulation, 1917 and to -- Section 57 (1) of the companies (consolidation) Act, 1908. Burkley in commenting on the Section 57 (1) says (vide Lawyer's Companion Series, Indian Companies Act VII of 1913 with Notes of case Law thereon, compiled by S. Kasturi Rangachariar, B.A., B.L., First Edition, 1915, page 238) as follows:

"Any company already registered as a limited company may re-register"

"what the words..... are intended to effect it is difficult to say - possibly that a company limited by shares may register as limited by guarantee or vice versa: There seems to be nothing that could enable a company limited by shares (to effect any thing by re-registering as a company limited by shares.) If by re-registration a limited company could make only any alteration in its constitution it is not easy to -- understand why the latter half of Sub-Section (1) does not extend to it." In the light of this opinion as also in regard to the provisions of Section 67 (2) of the Mysore Companies Regulation, 1917, I feel doubtful whether the company may be re-registered as the Puthiyara Bank.

(5) I, therefore, request that the opinion of the Law officers of Government as regards re-registering by filing a revised Memorandum of Association completely dropping therefrom the paragraph about the situation of the registered office (in which case the company may have its registered office anywhere in the Mysore State) may kindly be obtained and communicated to me at a very early date.

I have the honour to be,
S i r ,
Your most obedient servant,

HR

Assistant Commissioner,
for Registrar absent from headqu[illegible]

(4

App.F.VI-G1.] B650

SUBJECT

Section 9 & C

File No. 453-24

Serial No. 2

Diary No. of letter replied to

No. I.C. 207)

To The Regr of J. S. Companies

General and Revenue Secretariat

( )

the *192*

Sir,

With reference to your

letter no. 389 dated 11th June 1925,

requesting the opinion of the Law

Officer as regards re-registering the

Asiatic Govt Security Life Assurance

Co. Ltd in the circumstances recorded

by you, I am directed to state that

the matter before you for decision being

the application of the Company for a

notice of change in the situation of

the registered office being recorded under

Section 72 of the Mysore Companies Regu-

lations, the right course for you to pursue

Date of issue 26/9/25

Signed by M. V. Channa

List of enclosures

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Examined by

over

adopted was to point out the illegality committed by the Company in changing its registered office from Mysore to Bangalore against the provisions of the Memorandum of Association and to refuse to record the notice of change. I am accordingly to request you to take action immediately as indicated above and leave the Company to adopt such course as it may choose.

Thanks

22/9 & Regds

22/9

22/9

6

App.F.VI-G1.J

B650

SUBJECT Copy

Section

File No.

Serial No.

No.

Diary No. of letter replied to

General and Revenue Secretariat

( )

the *192*

Date of issue

Signed by

To The Regr of J. S. Cos

Sir,

With reference to your letter No. 389 dated 11th June 1925, requesting the opinion of this office as regards the matter of re-registering the Asiatic Govt Security Life Assurance Co. Ltd, in the circumstances reported by you, I am directed to state that the right course for you to have adopted was to point out the illegality committed by the Company in changing its registered office from Mysore to Bangalore against the provisions of the Memorandum of Association, and to refuse to record the notice of change

over

matter before you for decision in the application of the Co. (under Section 72 of the Companies Act) for sanction of change in the situation of the registered office being made

List of enclosures

Copied by

Examined by

Suit by the Company under Section 72 of the Mysore Companies Regulation against of committing yourself to any course which may hereafter lead to difficulties. I am therefore to request you to take action as indicated above and leave the Company to adopt such course as it may be advised to adopt.

I have

Rec'd

WP
1899

I am accordingly to request you to take action immediately as mentioned above and leave the Company to adopt such course as it may choose.

I have

1899

I am to request you to take action accordingly.

As regards registration

I am to

It must be left to the Co. to adopt such course as it thinks fit upon the differences

I am to

under the

change of

registered office

to

1899